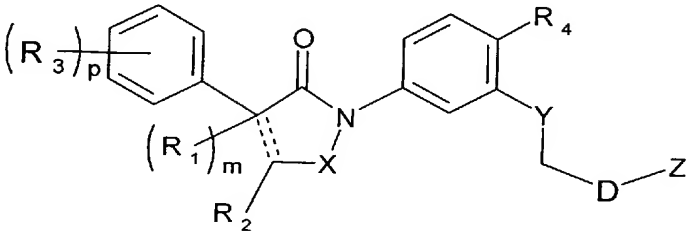
Amendments to the Claims:

This listing of claims will replace all prior versions, and listings, of claims in the application:

Listing of Claims:

1. (Previously presented): A compound of formula (I) or a pharmaceutically acceptable salt thereof:



(I)

wherein:

R_1 is hydrogen, hydroxy, fluoro, chloro, C_{1-6}alkyl, C_{3-7}cycloalkyl, C_{3-7}cycloalkyloxy, C_{1-6}alkoxy or haloC_{1-6}alkoxy;

m is 0 when ------ is a double bond and m is 1 when ------ is a single bond;

R_2 is hydrogen, halogen, cyano, nitro, C_{1-6}alkyl, C_{3-7}cycloalkyl, C_{3-7}cycloalkyloxy, haloC_{1-6}alkyl, C_{1-6}alkoxy, haloC_{1-6}alkoxy, C_{1-6}alkylthio, amino, mono- or di-C_{1-6}alkylamino or an N-linked 4 to 7 membered heterocyclic group;

X is -(CHR_5)- wherein R_5 is hydrogen, halogen, hydroxy, cyano, nitro, C_{1-6}alkyl, C_{3-7}cycloalkyl, C_{3-7}cycloalkyloxy, haloC_{1-6}alkyl, C_{1-6}alkoxy, haloC_{1-6}alkoxy or C_{1-6}alkylthio;

R_3 is halogen, cyano, C_{1-6}alkyl, C_{3-7}cycloalkyl, C_{3-7}cycloalkyloxy, C_{1-6}alkoxy, C_{1-6}alkylthio, hydroxy, amino, mono- or di-C_{1-6}alkylamino, an N-linked 4 to 7 membered heterocyclic group, nitro, haloC_{1-6}alkyl, haloC_{1-6}alkoxy, aryl, arylC_{1-6}alkyl, arylC_{1-6}alkyloxy, arylC_{1-6}alkylthio or $COOR_6$, $CONR_7R_8$ or COR_9 wherein R_6, R_7, R_8 and R_9 are independently hydrogen or C_{1-6}alkyl;

p is 0, 1 or 2 or 3;

R_4 is halogen or C_{1-6}alkoxy;

Y is oxygen, sulfur, -CH_2- or NR_{10} wherein R_{10} is hydrogen or C_{1-6}alkyl;

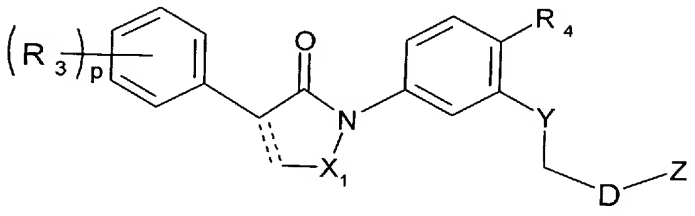
D is a single bond, -CH_2-, -$(CH_2)_2$- or -CH=CH-; and

Z is an optionally substituted C-linked 4 to 7 membered heterocyclic group containing at least one nitrogen, an optionally substituted N-linked 4 to 7 membered heterocyclic group, or Z is $-NR_{11}R_{12}$ where R_{11} and R_{12} are independently hydrogen or C_{1-6}alkyl.

2. (Currently amended): [[A]] The compound as claimed in claim 1, wherein X is $-CH_2-$.

3. (Currently amended): [[A]] The compound as claimed in claim 1, wherein when ------ is a single bond, R_1 is hydrogen, hydroxy or C_{1-6}alkoxy.

4. (Currently amended): [[A]] The compound as claimed in claim 1 having the following formula (Ia):



(Ia)

wherein R_3, p, R_4, Y, D, Z, ------ are as defined in claim 1 and X_1 is $-CH_2-$ or $-HC(OH)-$.

5. (Currently amended): [[A]] The compound as claimed in claim 1, wherein p is 1 or 2 and R_3 is halogen attached at the 3 or the 3,4-positions of the phenyl ring.

6. (Currently amended): [[A]] The compound as claimed in claim 1, wherein R_4 is methoxy.

7. (Currently amended): [[A]] The compound as claimed in claim 1 wherein D is $-CH_2-$.

8. (Currently amended): [[A]] The compound as claimed in claim 1, wherein Y is oxygen.

9. (Currently amended): [[A]] The compound as claimed in claim 1, wherein Z is an optionally substituted N-linked 4 to 7 membered heterocyclic group.

10. (Currently amended): [[A]] The compound as claimed in claim 9, wherein Z is piperidyl.

11. (Currently amended): [[A]] The compound as claimed in claim 1 which is:

3-(3,4-Dichloro-phenyl)-3-hydroxy-1-[4-methoxy-3-(2-piperidin-1-yl-ethoxy)-phenyl]-pyrrolidin-2-one;
3-(3,4-Dichloro-phenyl)-3-hydroxy-1-[4-methoxy-3-(2-morpholin-4-yl-ethoxy)-phenyl]-pyrrolidin-2-one;
3-(3,4-Dichloro-phenyl)-1-[4-methoxy-3-(2-piperidin-1-yl-ethoxy)-phenyl]-pyrrolidin-2-one;
1-[4-Chloro-3-(2-piperidin-1-yl-ethoxy)-phenyl]-3-(3,4-dichloro-phenyl)-pyrrolidin-2-one;
1-[4-Chloro-3-(2-piperidin-1-yl-ethoxy)-phenyl]-3-(3,4-dichloro-phenyl)-3-hydroxy-pyrrolidin-2-one;
3-(3,4-Dichloro-phenyl)-1-(4-methoxy-3-[2-(4-methyl-piperidin-1-yl)-ethoxy]-phenyl)-pyrrolidin-2-one;
3-(3,4-Dichloro-phenyl)-1-[4-methoxy-3-(2-piperidin-1-yl-ethoxy)-phenyl]-1,5-dihydro-pyrrol-2-one;
3-(3,4-Dichloro-phenyl)-1-[4-methoxy-3-(2-morpholin-4-yl-ethoxy)-phenyl]-1,5-dihydro-pyrrol-2-one;
1-[4-Chloro-3-(2-piperidin-1-yl-ethoxy)-phenyl]-3-(3,4-dichloro-phenyl)-1,5-dihydro-pyrrol-2-one;
3-(3,4-Dichloro-phenyl)-1-[4-methoxy-3-(2-pyrrolidin-1-yl-ethoxy)-phenyl]-1,5-dihydro-pyrrol-2-one;

3-(3-Fluoro-phenyl)-1-[4-methoxy-3-(2-piperidin-1-yl-ethoxy)-phenyl]-1,5-dihydro-pyrrol-2-one;

3-(3,4-Dichloro-phenyl)-1-(-3-[2-(4,4-difluoro-piperidin-1-yl)-ethoxy]-4-methoxy-phenyl)-1,5-dihydro-pyrrol-2-one;

3-(3-Fluoro-phenyl)-5-hydroxy-1-[4-methoxy-3-(2-piperidin-1-yl-ethoxy)-phenyl]-pyrrolidin-2-one;

1-[4-Chloro-3-(2-piperidin-1-yl-ethoxy)-phenyl]-3-(3,4-dichloro-phenyl)-5-hydroxy-pyrrolidin-2-one;

3-(3,4-Dichloro-phenyl)-1-(-3-[2-(4,4-difluoro-piperidin-1-yl)-ethoxy]-4-methoxy-phenyl)-5-hydroxy-pyrrolidin-2-one;

3-(3-Fluoro-phenyl)-1-[4-methoxy-3-(2-piperidin-1-yl-ethoxy)-phenyl]-pyrrolidin-2-one;

3-(3,4-Dichloro-phenyl)-1-[4-methoxy-3-(2-pyrrolidin-1-yl-ethoxy)-phenyl]-pyrrolidin-2-one;

3-(3,4-Dichloro-phenyl)-1-[4-methoxy-3-(2-piperidin-1-yl-ethoxy)-phenyl]-3-methyl-pyrrolidin-2-one;

3-(3-Chloro-phenyl)-1-{4-methoxy-3-[2-(4-methyl-piperidin-1-yl)-ethoxy]-phenyl}-1,5-dihydro-pyrrol-2-one;

3-(3,4-Dichloro-phenyl)-1-(4-methoxy-3-[2-(4-methyl-piperidin-1-yl)-ethoxy]-phenyl)-3,4-dihydro-pyrrol-2-one;

3-(3,4-Dichloro-phenyl)-1-(4-methoxy-3-[2-(4-methyl-piperidin-1-yl)-ethoxy]-phenyl)-4-methyl-1,5-dihydro-pyrrol-2-one;

3-(4-Chloro-phenyl)-1-(4-methoxy-3-[2-(4-methyl-piperidin-1-yl)-ethoxy]-phenyl)-3,4-dihydro-pyrrol-2-one;

3-(4-Chloro-phenyl)-1-(4-methoxy-3-[2-piperidin-1-yl)-ethoxy]-phenyl)-3,4-dihydro-pyrrol-2-one;

3-(3,4-Dichloro-phenyl)-1-[4-methoxy-3-(piperidin-3-ylmethoxy)-phenyl]-pyrrolidin-one;

3-(3,4-Dichloro-phenyl)-1-[4-methoxy-3-(1-methyl-piperidin-3-ylmethoxy)-phenyl]-pyrrolidin-one;

3-(3,4-Dichloro-phenyl)-1-{4-methoxy-3-[2-(4-methyl)-piperidin-1-yl-ethoxy]-phenyl}-3-methyl-pyrrolidin-2-one;

3-(3-Chloro-phenyl)-1-[4-methoxy-3-(2-piperidin-1-yl-ethoxy)-phenyl]-pyrrolidin-2-one;

3-(3-Trifluoromethyl-phenyl)-1-[4-methoxy-3-(2-piperidin-1-yl-ethoxy)-phenyl]-pyrrolidin-2-one;

3-(3-Trifluoromethyl-phenyl)-1-[4-methoxy-3-(2-piperidin-1-yl-ethoxy)-phenyl]-1,5-dihydro-pyrrol-2-one;

3-(3-Chloro-phenyl)-5-methoxy-1-[4-methoxy-3-(2-piperidin-1-yl-ethoxy)-phenyl]-pyrrolidin-2-one;

3-(3-Chloro-phenyl)-1-[4-methoxy-3-(2-piperidin-1-yl-ethoxy)-phenyl]-1,5-dihydro-pyrrol-2-one;

3-(4-Fluoro-phenyl)-1-[4-methoxy-3-(2-piperidin-1-yl-ethoxy)-phenyl]-1,5-dihydro-pyrrol-2-one;

3-(4-Fluoro-phenyl)-1-[4-methoxy-3-(2-piperidin-1-yl-ethoxy)-phenyl]-pyrrolidin-2-one;

1-{4-Methoxy-3-[2-(4-methyl-piperidin-1-yl)-ethoxy]-phenyl}-3-(4-methyl-phenyl)-1,5-dihydro-pyrrol-2-one;

1-{4-Methoxy-3-[2-(piperidin-1-yl)-ethoxy]-phenyl}-3-(4-methyl-phenyl)-1,5-dihydro-pyrrol-2-one;

3-(4-Bromo-phenyl)-1-{4-methoxy-3-[2-(4-methyl-piperidin-1-yl)-ethoxy]-phenyl}-1,5-dihydro-pyrrol-2-one;

1-{4-Methoxy-3-[2-(4-methyl-piperidin-1-yl)-ethoxy]-phenyl}-3-(4-trifluoromethyl-phenyl)-1,5-dihydro-pyrrol-2-one;

3-(2-Chloro-phenyl)-1-{4-methoxy-3-[2-(4-methyl-piperidin-1-yl)-ethoxy]-phenyl}-1,5-dihydro-pyrrol-2-one;

3-(3,4-Dichloro-phenyl)-3-hydroxy-1-{4-methoxy-3-[2-(4-methyl-piperidin-1-yl)-ethoxy]-phenyl}-pyrrolidin-2-one;

3-(3,4-Dichloro-phenyl)-3-fluoro-1-{4-methoxy-3-[2-(4-methyl-piperidin-1-yl)-ethoxy]-phenyl}-pyrrolidin-2-one;

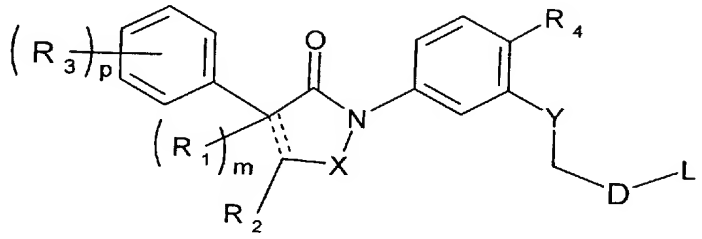
3-(3,4-Dichloro-phenyl)-1-{4-methoxy-3-[(1-methyl-pyrrolidin-2-yl)-methoxy]-phenyl}-pyrrolidin-2-one;

3-(3,4-Dichloro-phenyl)-1-{4-methoxy-3-[(1-methyl-pyrrolidin-2-yl)-methoxy]-phenyl}-3,4-dihydro-pyrrol-2-one;

or a pharmaceutically acceptable salt thereof.

12. (Currently amended): A process for the preparation of [[a]] the compound as defined in claim 1, which process comprises:

(a) reacting a compound of formula (II):



(II)

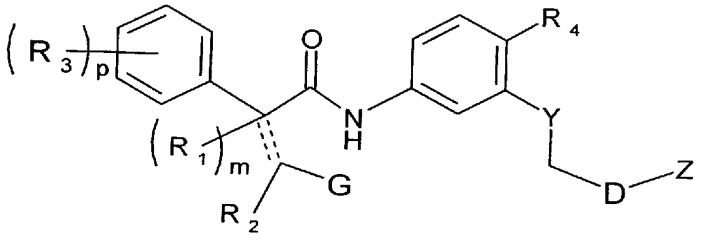
wherein R_1, R_2, R_3, R_4, m, p, X, ------ , Y and D are as defined for formula (I), and L is a leaving group, with a compound of formula (III):

Z-H

(III)

wherein Z is as defined for formula (I); or

(b) cyclising a compound of formula (IV):



(IV)

wherein R_1, R_2, m, R_3, p, R4, Y, D, Z and ------ are as defined for formula (I) and G is a group $-X=CH_2$, wherein X is as defined for formula (I), dehydrogenated as required;

optionally followed by:

- removing any protecting groups; and/or
- converting the compound of formula (I) into another compound of formula (I); and/or
- forming a pharmaceutically acceptable salt.

13. (Previously presented): A pharmaceutical composition comprising the compound or salt as defined in claim 1 and a pharmaceutically acceptable carrier or excipient.

14. (Currently amended): A process for preparing [[a]] the pharmaceutical composition as defined in claim 13, the process comprising mixing the compound or salt as defined in claim 1 and a pharmaceutically acceptable carrier or excipient.

Claims 15-18 (Canceled).

19. (Previously presented): A method of treatment of anxiety which comprises administering to a sufferer a therapeutically effective amount of the compound or salt as defined in claim 1.

Claims 20-22 (Canceled).